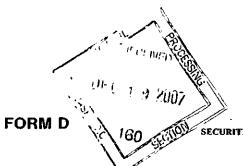
1413565



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OM	B APPRO	OVAL	
OMB Nu	mber:	3235-0	076
Expires:			
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hours per	respons	e t	6.00
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A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer (		SECTION 4(8), A	אטועמ	1	DATE RECEIVED	1
REC Chenal Brightwaters TIC, LLC - Tenant in Common Interests    PHOCES   Piling Under (Check bocks) that apply):		UNIFORM LIMITED OFFER	UNG EXEM	PTION L		ڶ
Filing Under (Check box(es) that apphy):	Name of Offering (   check if th	is is an amendment and name has changed, and in	dicate change.)		88	<u> </u>
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer (	RRE Chenal Brightwaters TIC,	LLC - Tenant in Common Interests			PH	<u>いい</u>
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer (			6 🔲 Section 4(6)	) ∐ nro€		
A. BASIC IDENTIFICATION DATA  1. Enter the information requested about the issuer  Name of Issuer (	Type of Filmg: New Filing	M Amendment			Di	EC 2 8 2007
Name of Issuer (	<del></del>	A. BASIC IDENTIFICATI	ION DATA			
RRE Chenal Brightwaters TIC, LLC  Address of Executive Offices One Crescent Drive, Suite 203, Navy Yard Corporate Center, Philadelphia, PA 19112 215-2231-7050 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Brief Description of Business Real Estate Investment and Management  Type of Business Organization corporation business trust limited partnership, already formed business trust limited partnership, to be formed Limited Liability Company  Month Year Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abhreviation for State: CN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS  Federal:  When Itle: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 774(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Phere To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W Washington, D.C. 20549.  Capieta Regulated: Fire (1) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  Information requested: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.	3. Enter the information requested	about the issuer				
Address of Executive Offices One Crescent Drive, Suite 203, Navy Yard Corporate Center, Philadeliphia, PA 19112 215-231-7050 Telephone Number (Including Area Code) 216-231-7050 Telephone Number (Including Area Code) 216-231-70	Name of Issuer ( ) check if this is	an amendment and name has changed, and indica	ite change.)		F	inancial -
One Crescent Drive, Suite 203, Navy Yard Corporate Center, Philadelphia, PA 19112  215-231-7050  Telephone Number (Including Area Code)  Telephone Number (Including A	· <b>—</b>					
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)  Telephone Vumber (Including Area Code)  T	Address of Executive Offices	(Number and Street, City,	State, Zip Code)	Telephone Num	ber (Including Area Coo	lc)
Brief Description of Business Real Estate Investment and Management  Type of Business Organization   limited partnership, already formed   other (please specify): Limited Estimated Date of Incorporation   limited partnership, to be formed   Limited Liability Company    Actual or Estimated Date of Incorporation or Organization:   OIA   OIA   OIA   DIT   Actual   Estimated    Durisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)    When To File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S. C. 77d(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address; given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fith Street, N.W. Washington, D.C. 20549.  Copies Required: Fire (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  Information required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.	One Crescent Drive, Suite 203,	Navy Yard Corporate Center, Philadelphia,	PA 19112	215-231-7050	<u> </u>	
Real Estate Investment and Monagement  Type of Business Organization   limited partnership, already formed   other (please specify):   limited partnership, to be formed   limited partnership, lobe formed   limited partnership, to be formed   limi	-	, , ,	, State, Zip Code)	Telephone Nun	iber (Including Area Co	de)
Type of Business Organization   limited partnership, already formed   other (please specify):   timited partnership, to be formed   timited Liability Company      Actual or Estimated Date of Incorporation or Organization:   Old   Old   Old   Estimated	Brief Description of Business		·	<u>L</u>		
corporation   timited partnership, already formed   cother (please specify):   timited Liability Company	Real Estate Investment and Mar	nagement				
corporation   timited partnership, already formed   cother (please specify):   timited Liability Company						
Actual or Estimated Date of Incorporation or Organization: Month Year O7087013  Actual or Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)  GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 774(6).  When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SFC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be lifed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted		[7] limited nartnership, already formed	[7] other (r	aleste speciful:		
Actual or Estimated Date of Incorporation or Organization:    OTO 87013		<b>-</b>				
Actual or Estimated Date of Incorporation or Organization: [OT4			Culateo Fist	may company	_	) (4)    1840) 40  01  1643      1841 
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State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted	thereto, the information requested in P					
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted	Filing Fee: There is no federal filing	fee,				
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.	This notice shall be used to indicate ULOE and that have adopted this fo are to be, or have been made. If a st accompany this form. This notice si	rm. Issuers relying on ULOE must file a separal tate requires the payment of a fee as a precondit	ic notice with the S ion to the claim fo	Securities Administre the exemption, a f	ator in each state wher ice in the proper amoun	c salcs s shall
ATTENTION ———		ATTENTION-				<del></del>
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice.	appropriate federal notice wi					

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the information req	mested for the fol	lowing:			
<ul> <li>Each promoter of th</li> </ul>	e issuer, if the iss	uer has been organized wi	ithin the past five years,		
<ul> <li>Each beneficial own</li> </ul>	er having the pow	er to vote or dispose, or dir	ect the vote or disposition	of, 10% or more o	a class of equity securities of the issuer.
Each executive office	er and disector of	Corporate issuers and of	corporate general and man	aging partners of	partnership issuers; and
Each general and ma	anaging partner of	f parmership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Cohen, Jonathan Z.	individual)				
Business or Residence Address 712 Fifth Avenue, 10th Flo			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Finkel, Kevin M.	individual)				
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)	<del></del> -	
1845 Walnut Street, 10th F					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Feldman, Alan F.	individual)		-		
Business or Residence Address	(Numbes and	Street, City, State, Zip Co	đe)	·	
1845 Walnut Street, 10th F	Toor, Philadelpl	nia, PA 19103			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	[ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Kessler, Steven J.			_		
Business or Residence Address	s (Number and	Street City, State, Zip Co	de)		
1845 Walnut Street, 10th	Floor, Philadelp	hia, PA 19103			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Bloom, David E.	individual)				
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
712 Fifth Avenue, 10th Flo	or, New York, I	NY 10019			
Check Box(es) that Apply:	Promoter	Beschicial Owner	Executive Officer	Director	General and/or Managing Pastner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·			
Saltzman, Steven R.					
Business or Residence Address One Crescent Drive, Suite	Number and 203, Navy Yar	Street, City, State, Zip Co d Corporate Center, P	dc) hiladelphia, PA 19112		
Check Box(es) that Apply:	Promote:	Beneficial Owner	Bixecutive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Wang, Victor	•				
Business or Residence Address	bns 13dmuM) 2	Street, City, State. Zip Co	elt)		
1845 Walnut Street, 10th I					

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2. Enter the information r	equested for the fo	Nowing:			
<ul> <li>Each promoter of</li> </ul>	the issuer, if the is	suer has been organized w	ithin the past five years;		
<ul> <li>Each beneficial ov</li> </ul>	mer having the pow	er to vote or dispose, or dis	rect the vote or disposition	of, 10% or more o	f a class of equity securities of the issuer.
<ul> <li>Each executive of</li> </ul>	licer and director o	of corporate issuers and of	corporate general and ma	naging partners of	partnership issuers; and
<ul> <li>Each general and</li> </ul>	managing portner o	of parenership issuers.			
Check Box(es) that Apply:	Promotes	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Weisbaum, Shelle	if individual)				
Business or Residence Addre 1845 Walnut Street, 10th	-		dc)		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Excendive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)		1.		
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	dc)	•	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Monaging Partner
Full Name (Last name fust,	f individual)				
Business or Residence Addre	bns todimuMj az	Street, City, State, Zip Co	de)		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business of Residence Addre	bne rodmuM) 22	Street, City, State, Zip Co	dc)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Patiner
Full Name (Last name first, )	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	de)		
	(Use blas	nk sheet, or copy and use a	additional copies of this sl	heet, as necessary	•

				48.0	NEGRALI	ionatio	i offer	NEW W				S (68)
						*** *	• •	and announce			Yes	No
1. Has th	e issuer sol	d, or does t			=				-	·	D	<b>E</b>
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2. What i	is the minin	mun invests	nent that v	vill be acco	pted from	any indivi	Just?				•	<u>•                                      </u>
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or state	s, list the o	ame of the b	oroker or d	ealer. If m	ore than liv	e (5) perso	ns to be list	led are asse				
a brok	er or dealer	, you may s	et forth th	c informat	ion for that	broker or	dealer only	<b>y.</b>			· ·- · <u>· · · · · · · · · · · · · · · · </u>	
Full Name Buk, Jeff	(Last name	first, if ind	ividual)									
Business or	Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)						·
55 Merchai						•						
Name of As	-	roker or De	aler									
H. Beck In						<u> </u>						
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Full Name (	•	first, if ind	ividual)									
Business o					ity, State,	Zip Code)						
		# 100, Dan		4506					<u>-</u> -	<del></del>		
Name of As	Sociated Bi	OKEF OF DE	aici									
States in W	hich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
(Check	"All State:	s" or check	individus]	States)							רו ₪	States
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MT	NE	NV	(HVI)	N	NM	NY	NC)	ND)	OH)	OK	OR	PA
RJ)	[SC]	<u>SD</u>	[TN]	[TX]	UT	VT	[VA]	W.A.	[WV]	ושו	WY	[PR]
Full Name (	Last name	first, if ind	iviđual)		·····		-					
Long, Greg						27. 6.4.						<del></del>
Business of		: Address (! Ste. B101, S				Zip Code)						
Name of As				, GA 3210								
LPL Finance												
States in W	hich Persor	Listed Har	s Solicite <b>d</b>	or Intends	to Solicit	Purchasers						
(Check	"All State:	s" or check	individual	States)					• · · · · · · · · · · · · · · · · · · ·		[] All	States
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MT	NE)	NV	NH TNI	<u>M)</u>	NM DE	NY)	NC NC	ND WA	(OH)	(OK)	OR WY	PA PR
RI	SC	SO	<u>TN</u>		UT	VT	$[\nabla \Lambda]$	WA	WV	[TV 1]	<u></u>	1.15

2						NFORMAT	IONABO	HOLFER	Sic 2				
1.	Has the	issuer sol	d, or does t	he issner i	ntend to se	ii to non-s	ccredited :	investors i	n this offer	ino?		Yes ∏	No ⊠
••	,,,,,,	133421 301	a, or coco :			n Appendix					······································		29
2.	What is	the minim	num investr				-					c 40i	0,000.00
4.	M Nat 13	dic nimin	ium mresti		in or acc	pred mon	any marvi	1641;				Yes	No
3.	Does th	e offering	permit join	t ownershi	ip of a sing	gle poit?						<b>X</b>	<u></u>
4.	commis if a pers or states	sion or sim on to be lis i, list the as	ilar remune sted is an as:	ration for: sociated pe roker or de	solicitation erson or ag- caler. If m	of purchasent of a brok ore than fiv	ers in conn ter or deale e (5) perso	ection with a registere ns to be list	sales of se d with the S led are asso	curities in 1 SEC and/or	irectly, any he offering, with a state sons of such		
	-		first, if ind	ividual)									
	y, Edwin		<del></del>									<del></del> ,	
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		<u> </u>	e. 105, Bell roker or De		98004-14				-				
			roker or De ancial Servi										
			Listed Ha		or Intends	to Solicit	Purchasers						
J.2.			s" or check									☐ A1	l States
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	-	Last name en, Richard	first, if indi	ividual)									
			Address (1 Ste. A, Sa		-	•	Zip Code)						
Nan	ne of Ass	ociated Bi	roker or De	aler			•						
H.	Beck Inc	L											
Stat	es in Wh	ich Person	Listed Has	Solicited	or intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)					••••••••		□ Al	States
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	Name (I nreal, Be		first, if indi	vidual)									
Bus	iness or	Residence	Address (?	lumber an	d Street. C	ity, State,	Zip Code)	, , , , , ,			,		
375	4 W. Bir	ch Ave., F	resno, CA	93711									
			oker or De	sler							_		
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Stat			Listed Has s" or check									☐ All	l States
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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?   S   No	140,025				1 8 n	FORMATI	ONABOU	TOFFERI	NG S				
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Eater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicituation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer rigitated with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, van way set from the information for that broker or dealer only.  Full Name (Last name first, if individual) Hillis, John L.  Basiness or Residence Address (Number and Street, City, State, Zip Code)  333 W. Santa Clara St. # 604, San Joso, CA 95113  Name of Associated Broker or Dealer  Linsco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check *All States* or check individual States)  ALL AK AZ AR GA CO CT DE DC FL GA III DD MMS MMS MMS MMS MMS MMS MMS MMS MMS	1. Has the	issuer sold	i, or does th	he issuer in	itend to sel	ll, to non-a	credited in	nvestors in	this offeri	ng?			
3. Does the offering permit joint townership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitution of purchasers in connection with sales of Securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information for a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a state or states, list name first, if individual)  Hillis, John L.  Business or Residence Address (Number and Street, City, State, Zip Code)  333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer  Linesco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All AK AZ AR GA CO CT DE DC FL GA HII ID  IN IN JA KS KY LA ME MN				Ans	wer also in	Appendix,	Column 2	, if filing t	ınder ULO	E.			
3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or attack, bit the name of the broker or dealer. If more than five (Sp persons to be listed are associated persons of such a state or attack, bit the name of the broker or dealer. If more than five (Sp persons to be listed are associated persons of such as the order of dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Hills, John L.  Business or Residence Address (Number and Street, City, State, Zip Code)  333 W. Sante Clara St. # 904, San Jose, CA 95113  Name of Associated Broker or Dealer  Lineco Private Ledger  (Check "All States" or check individual States)  All AK AZ AR GA CO CT DE DC FT GA III ID MIN	2. What is	the minim	um investn	nent that w	ill be acce	pted from a	ny individ	ual?				s_400	00.000,
toommission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agen for a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, our may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) Hillis, John L.  Business or Residence Address (Number and Street, City, State, Zip Code) 333 W. Santa Clara St. # 864, San Jose, CA 95113 Name of Associated Broker or Dealer Linsco Private Ledger States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does th	e offering	permit join	t ownershi	p of a sing	le unit?							
If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) Hillis, John L.  Business or Residence Address (Number and Street, City, State, Zip Code) 333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer Lineco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												_	_
a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual) Hillis, John L.  Business or Residence Address (Number and Street, City, State, Zip Code) 333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer Lincoo Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	If a pers	son to be lis	ted is an ass	sociated pe	rson or age	nt of a brok	er or deale	r registered	with the S	EC and/or	with a state		
Full Name (Last name first, if individual) Hillis, John L.  Business or Residence Address (Number and Street, City, State, Zip Code)  333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer  Lincoo Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All AK AZ AR CA CO CT DE DC F. GA HII ID  IN IA KS KY LA ME MD MA MI MN MS MO  MT NE NV NIF NI NN NY NC ND OIL OR OR PA  ERI SC SD TN TX UT VY VA WA WV WI WY PR  Full Name (Last name first, if individual)  LebMay, Barry  Business or Residence Address (Number and Street, City, State, Zip Code)  2315 So. Bascom Ave., Campbell, CA 95008  Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All AK AZ AR CA CO CT DE DC F. GA HII ID  NAME NAME NAME NAME NAME NAME NAME NAME										ciated pers	ons of such		
Hillis, John L.  Basiness or Residence Address (Number and Street, City, State, Zip Code)  333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer Linsco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  [All AK AZ AR GA CO CT DE DC FL GA III ID III III III III III III III III					. IIIIOIIIIati	Oit for that	olokel bi v		<u>-</u>				<u> </u>
333 W. Santa Clara St. # 604, San Jose, CA 95113  Name of Associated Broker or Dealer  Linking Private Address (Number and Street, City, State, Zip Code)  Plana (Check "All States" or check individual)  Lefway (Check "All States" or check individual)  All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual)  All States  AL AK AZ AR QA CO CT DE DC FL GA HII ID  IL IN IA KS KY LA ME MD MA MII MN MS MO MT NE NY NII NII NM NY NC ND 011 0X 0X PA  RI SC SD TN TX UT VT VA WA WV WV WV PR  Full Name (Last name first, if individual)  Lefway, Barry  Business or Residence Address (Number and Street, City, State, Zip Code)  2315 SO. Bascom Ave., Campbell, CA 95008  Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  ALL AK AZ AR GA CO CT DE DC FL GA HII ID  IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE NY NE NY NY NC ND 001 0K 0R PA  RI SC SD TN TX UT VT VA WA WV WV WV WY PR  Full Name (Last name first, if individual)  Hart, David W.  Business or Residence Address (Number and Street, City, State, Zip Code)  79 Woodfin Place Ste. 201, Asheville, NC 28801  Name of Associated Broker or Dealer  LPL  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All States  All AK AZ AR CA CO CT DE DC FL GA HII ID			11131, 11 1110	, , , , , , , , , , , , , , , , , , , ,									
Name of Associated Broker or Dealer Linsco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Business or	Residence	Address (N	lumber and	Street, Ci	ty, State, Z	ip Code)					<del></del>	
Linsco Private Ledger  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)					A 95113				<del></del> -	···			
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TI. IN IA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OII OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR  Full Name (Last name first, if individual) LeMay, Barry  Business or Residence Address (Number and Street, City, State, Zip Code) 2315 So. Bascom Ava., Campbell, CA 95008  Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	(Cilcux	All States	S OI CHECK	murviouai	States)	******************	***************************************			************			States
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Full Name (Last name first, if individual)  LeMay, Barry  Business or Residence Address (Number and Street, City, State, Zip Code)  2315 So. Bascom Ave., Campbell, CA 95008  Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)							<del></del> -						
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2315 So. Bascom Ave., Campbell, CA 95008  Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)			first, if ind	ividual)						-			
Name of Associated Broker or Dealer  VSR Financial Services  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Business or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)			_	<del>- · · · · · · · · · · · · · · · · · · ·</del>		
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1.	Has the i	ssner sold	, or does th	e issner in	tend to sel	l to non-ac	eredited in	ivestors in	this offeri	no?		Yes []	No <b>⊽</b> d
••	1145 (110 1	33001 3010	, vi does di			Appendix,				_		L	K.
2.	What is a	the minim	ım investm			• • • • • • • • • • • • • • • • • • • •		_				s 400	,000.00
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			irst, if indi	vidual)									
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			Address (No go, CA 921		Sireei, Ci	iy, State, Z	ip Couc)						
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State	s in Whi	ich Person	Listed Has	Solicited	or Intends	to Solicit I	urchasers		*				
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	RI	SC)	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
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Nam	e of Ass	ociated Br	oker or Dea	ler		<del></del> .							.,-
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Full	Name (L	ast name i	first, if indi	vidual)									
Busi	ness or	Residence	Address (N	lumber an	d Street. C	ity. State. 2	Zip Code)						
Nam	e of Ass	ociated Br	oker or Dea	leг		······		<del>_</del> .			<del></del> _		
State	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers	<del></del>					···
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	RI	(SC)	(SD)	TN	TX	UT	VT	VA	WΛ	WV	WI	WY	PR

## C OFFERING PRICE-NUMBER OF INVESTORS: EXPENSES AND USE OF PROCEEDS

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and	:	
	already exchanged.	•	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s	s
	Equity		
	Common Preferred	<u> </u>	<b>-</b>
		•	•
	Convertible Securities (including warrants)		
	Partnership Interests		\$
	Other (Specify Tenant in Common Interest		
	Total	\$ 10,803,551.00	\$ 7,055,513.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	:	Aggregate Dolfar Amount
		Investors	of Purchases
	Accredited Investors		s 7,055,513.00
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.	<del></del>	Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	3	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A	<del></del>	\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	<u>.</u>	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	n	\$
	Legal Fees		\$ 206,089.00
	Accounting Fees	ر	\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)	_	\$ 756,249.00
	Other Expenses (identify)	_	s 216,071.00
	Total	_	\$ 1,178,409.00
	10141	<b>[</b> 2]	<u></u>

	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		9,625,142.00 \$
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	<b> √</b> \$ 1,023,864.(	\$ 438,432.00
	Purchase of real estate	\$	\$ 7,877,921.00
	Purchase, rental or leasing and installation of machinery		
	and equipment	_	<del></del>
	Construction or leasing of plant buildings and facilities	□\$	□3
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
	issuer pursuant to a merger)	□\$	<b></b> \$
	Repayment of indebtedness	_	
	Working capital	<b></b> \$	<b> §</b> 284,925.00
	Other (specify):	□ \$	□ <b>s</b>
			<u></u>
	Column Totals	1,023,864.0	8,601,278.00
	Total Payments Listed (column totals added)	_	525,142.00
٠,	D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice that the constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commice information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of	ssion, upon writte	te 505, the following n request of its staff,
ss	suer (Print or Type) Signature	Date	
	RE Chenal Brightwaters TIC, LLC	Decemb	Der 11, 2007
RI	The Grienar Brightwaters 110, EEG	nor Vice	, , , , , ,

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)